

B1 (Official Form 1)(4/10)

| United States Bankruptcy Court District of New Jersey | | Voluntary Petition |
|--|--|---|
| Name of Debtor (if individual, enter Last, First, Middle): State Insulation Corporation | | Name of Joint Debtor (Spouse) (Last, First, Middle): |
| All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): | | All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names): |
| Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) 22-1693840 | | Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) |
| Street Address of Debtor (No. and Street, City, and State): 525 Johnstone Street Perth Amboy, NJ | | Street Address of Joint Debtor (No. and Street, City, and State): |
| ZIP Code 08861 | | ZIP Code |
| County of Residence or of the Principal Place of Business: Middlesex | | County of Residence or of the Principal Place of Business: |
| Mailing Address of Debtor (if different from street address): | | Mailing Address of Joint Debtor (if different from street address): |
| ZIP Code | | ZIP Code |
| Location of Principal Assets of Business Debtor (if different from street address above): | | |
| Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.) | Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code). | Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts. |
| Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B. | | Chapter 11 Debtors Check one box: <input checked="" type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input checked="" type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b). |
| Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. | | THIS SPACE IS FOR COURT USE ONLY |
| Estimated Number of Creditors <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input checked="" type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000 | | |
| Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion | | |
| Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion | | |

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| | | | |
|---|---------------|--|--|
| Voluntary Petition <i>(This page must be completed and filed in every case)</i> | | Name of Debtor(s): State Insulation Corporation | |
| All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet) | | | |
| Location Where Filed: - None - | Case Number: | Date Filed: | |
| Location Where Filed: | Case Number: | Date Filed: | |
| Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet) | | | |
| Name of Debtor: - None - | Case Number: | Date Filed: | |
| District: | Relationship: | Judge: | |
| Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) <input type="checkbox"/> Exhibit A is attached and made a part of this petition. | | Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b). X _____ Signature of Attorney for Debtor(s) (Date) | |
| Exhibit C | | | |
| Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No. | | | |
| Exhibit D | | | |
| (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition. | | | |
| Information Regarding the Debtor - Venue (Check any applicable box) | | | |
| <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District. | | | |
| Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes) | | | |
| <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) _____ (Name of landlord that obtained judgment) | | | |
| _____ (Address of landlord) | | | |
| <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)). | | | |

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Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

State Insulation Corporation

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of Attorney*

X Kenneth A. Rosen
Signature of Attorney for Debtor(s)

Kenneth A. Rosen (KR 4963)

Printed Name of Attorney for Debtor(s)

Lowenstein Sandler PC

Firm Name

65 Livingston Avenue
Roseland, NJ 07068

Address

973-597-2500 Fax: 973-597-2400

Telephone Number

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X George Lionikis, Sr.
Signature of Authorized Individual

Printed Name of Authorized Individual

President

Title of Authorized Individual

2-23-11
Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

☐ Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____

Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.

List of Largest Asbestos Claimants

| <u>Law Firm</u> | <u>Number of Claimants Represented</u> | <u>Number of Claimants By Type</u> |
|--|---|---|
| Wilentz, Goldman & Spitzer P.A. 90 Woodbridge Center Drive Suite 900 Box 10 Woodbridge, NJ 07095-0958 Attn: Deirdre Woulfe Pacheco, Esq. | 46 | Mesothelioma: 12 Lung Cancer: 9 Colon Cancer: 2 Pulmonary Asbestosis: 12 Pleural thickening: 11 |
| Wysoker, Glassner, Weingartner, Gonzalez & Lockspeiser P.A. 340 George Street New Brunswick, NJ 08901 | 24 | Mesothelioma: 0 Lung Cancer: 0 Colon Cancer: 0 Pulmonary Asbestosis: 22 Pleural thickening: 2 |
| Levy Phillips & Konigsberg, LLP 800 Third Ave. 11th Floor New York, NY 10022 Attn: Moishe Maimon, Esq. | 7 | Mesothelioma: 6 Lung Cancer: 1 Colon Cancer: 0 Pulmonary Asbestosis: 0 Pleural thickening: 0 |
| Cohen, Placitella & Roth, PC 127 Maple Avenue Red Bank, NJ 07701 Attn: Christopher Placitella, Esq. | 5 | Mesothelioma: 3 Lung Cancer: 1 Colon Cancer: 0 Pulmonary Asbestosis: 0 Pleural thickening: 0 |

| | | |
|---|---|--|
| Early and Strauss, LLC 360 Lexington Ave., 20th Floor New York, NY 10017 Attn: Mark G. Strauss, Esq. | 4 | Mesothelioma: 3 Lung Cancer: 0 Colon Cancer: 0 Pulmonary Asbestosis: 1 Pleural thickening: 0 |
|---|---|--|

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court
District of New Jersey**

In re State Insulation Corporation

Debtor(s)

Case No.

Chapter

11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

| (1) <i>Name of creditor and complete mailing address including zip code</i> | (2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i> | (3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i> | (4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i> | (5) <i>Amount of claim [if secured, also state value of security]</i> |
|--|---|--|---|--|
| H.B. Fuller 315 South Hicks Rd. Palatine, IL 60067-6972 | H.B. Fuller 315 South Hicks Rd. Palatine, IL 60067-6972 | Trade Debt | | 532,768.15 |
| Johns Manville PO Box 360881M Pittsburgh, PA 15251 | Johns Manville PO Box 360881M Pittsburgh, PA 15251 | Trade Debt | | 211,147.48 |
| Knauf Insulation One Knauf Drive Shelbyville, IN 46176 | Knauf Insulation One Knauf Drive Shelbyville, IN 46176 | Trade Debt | | 123,498.42 |
| ITW Insulation Systems PO Box 72227 Cleveland, OH 44192 | ITW Insulation Systems PO Box 72227 Cleveland, OH 44192 | Trade Debt | | 116,729.86 |
| ITW India, Ltd. ITW Insulation Systems, 3rd Floor Merchant Tower Road., No. 4 Banjara Hills, Hyberdad INDIA | ITW India, Ltd. ITW Insulation Systems, 3rd Floor Merchant Tower Road., No. 4 | Trade Debt | | 93,079.58 |
| Sam Hwa Chemicals Co. Ltd. RM 501 RIVER-VIEW 68-19 CHUNGDAM-DONG, KANGNAM-KU SEOUL, KOREA | Sam Hwa Chemicals Co. Ltd. RM 501 RIVER-VIEW 68-19 CHUNGDAM-DONG, KANGNAM-KU | Trade Debt | | 89,929.00 |
| Hunter Panels LLC 15 Franklin Street Portland, ME 04101 | Hunter Panels LLC 15 Franklin Street Portland, ME 04101 | Trade Debt | | 72,525.80 |
| Spagnoletti, Nicholas 51 Mountain Avenue Maplewood, NJ 07040 | Spagnoletti, Nicholas 51 Mountain Avenue Maplewood, NJ 07040 | Compensation | | 60,800.00 |
| Specified Technologies, Inc. 210 Evans Way Somerville, NJ 08876 | Specified Technologies, Inc. 210 Evans Way Somerville, NJ 08876 | Trade Debt | | 40,901.62 |
| Thermal Ceramics PO Box 923 Augusta, GA 30903 | Thermal Ceramics PO Box 923 Augusta, GA 30903 | Trade Debt | | 30,000.00 |
| Guardian Building Products 1000 E North Street Albion, MI 49224-0268 | Guardian Building Products 1000 E North Street Albion, MI 49224-0268 | Trade Debt | | 23,785.64 |

B4 (Official Form 4) (12/07) - Cont.

In re State Insulation Corporation

Case No. _____

Debtor(s) _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

| (1) <i>Name of creditor and complete mailing address including zip code</i> | (2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i> | (3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i> | (4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i> | (5) <i>Amount of claim [if secured, also state value of security]</i> |
|--|---|--|---|--|
| Certainteed PO Box 7780-5104 Philadelphia, PA 19182-5104 | Certainteed PO Box 7780-5104 Philadelphia, PA 19182-5104 | Trade Debt | | 22,002.35 |
| Ideal Tape Co., Inc. PO Box 3125 Boston, MA 02241-3125 | Ideal Tape Co., Inc. PO Box 3125 Boston, MA 02241-3125 | Trade Debt | | 12,274.99 |
| Industrial Insulation Group 2100 Line Street Brunswick, GA 31520 | Industrial Insulation Group 2100 Line Street Brunswick, GA 31520 | Trade Debt | | 11,155.48 |
| Great Lakes Textiles, Inc. 6810 Cochran Road Solon, OH 44139 | Great Lakes Textiles, Inc. 6810 Cochran Road Solon, OH 44139 | Trade Debt | | 7,518.10 |
| Valpac Inc. 1400 Industrial Park Road Federsburg, MD 21632 | Valpac Inc. 1400 Industrial Park Road Federsburg, MD 21632 | Trade Debt | | 6,324.20 |
| Integrated Marketing Group 1740 W Katella Avenue Suite A Orange, CA 92867 | Integrated Marketing Group 1740 W Katella Avenue Suite A Orange, CA 92867 | Trade Debt | | 6,082.50 |
| Roxul 420 Bronte Street Milton, Ontario CANADA | Roxul 420 Bronte Street Milton, Ontario | Trade Debt | | 3,764.68 |
| Gemco, Inc. PO Box 846 Danville, IL 61834-0846 | Gemco, Inc. PO Box 846 Danville, IL 61834-0846 | Trade Debt | | 3,649.52 |
| AGM Industries 16 Jonathan Drive Brockton, MA 02301 | AGM Industries 16 Jonathan Drive Brockton, MA 02301 | Trade Debt | | 3,644.08 |

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date 2-23-11

Signature _____

George Lionikis, Sr.
President

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

United States Bankruptcy Court
District of New Jersey

In re State Insulation Corporation

Debtor

Case No. _____

Chapter 11

LIST OF EQUITY SECURITY HOLDERS

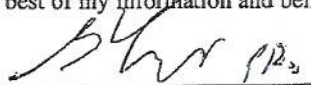
Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

| Name and last known address or place of business of holder | Security Class | Number of Securities | Kind of Interest |
|---|-------------------|-------------------------|---------------------|
| George Lionikis, Sr. 45 Sherwood Road Colonia, NJ 07067 | Common | 100 shares | |
| Irene Lionikis 45 Sherwood Road Colonia, NJ 07067 | Common | 1 share | |

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date 2-23-11

Signature 

George Lionikis, Sr.
President

*Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C §§ 152 and 3571.*

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF
STATE INSULATION CORPORATION**

DATED: FEBRUARY 23, 2011

The undersigned, constituting all of the members of the Board of Directors (the "Board") of State Insulation Corporation (the "Company"), hereby consent to the adoption of the following corporate resolutions, effective for all purposes as of the date first written above:

WHEREAS, the Board has reviewed and considered the financial and operational condition of the Company and the Company's business on the date hereof, including the historical performance of the Company, the assets of the Company, the current and long-term liabilities of the Company, and the market for the Company's products and services;

WHEREAS, the Board has received, reviewed and considered the recommendations of the senior management of the Company and the Company's legal, financial and other advisors as to the relative risks and benefits of pursuing a bankruptcy proceeding under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code");

NOW, THEREFORE, IT IS:

RESOLVED that, in the judgment of the Board, it is desirable and in the best interests of the Company, and its creditors, stockholders and other interested parties, that a voluntary petition be filed by the Company and certain subsidiaries under the provisions of chapter 11 of the Bankruptcy Code;

RESOLVED FURTHER that George Lionikis, Jr., Chief Executive Officer, and such other officers as the Chief Executive Officer directs (each, an "Officer" and collectively, the "Officers") be, and each are, authorized and directed to execute and file on behalf of the Company all petitions, schedules, lists and other papers or documents, and to take any and all action that they deem necessary or proper to obtain such relief;

RESOLVED FURTHER that the law firm of Lowenstein Sandler PC be employed as bankruptcy counsel to the Company to represent and assist the Company in carrying out the Company's duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights, including, the preparation of pleadings and filings in the chapter 11 proceeding, and in connection therewith, the Officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the chapter 11 case, and to cause to be filed an appropriate application for authority to retain services of Lowenstein Sandler PC;

RESOLVED FURTHER, that the Officers of the Company be, and hereby are, authorized and directed to employ any other individual and/or firm as professionals or consultants to the Company as are deemed necessary to represent and assist the Company in carrying out the Company's duties under the Bankruptcy Code, and in connection therewith, the Officers of the Company are hereby authorized and directed to execute appropriate retention

agreements, and to cause to be filed an appropriate application for authority to retain the services of such firms;

RESOLVED FURTHER, that the Officers of the Company be, and hereby are, authorized and empowered for, in the name of, and on behalf of the Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver and file any and all such instruments as each, in his or her discretion, may deem necessary or advisable in order to carry out the purpose and intent of the foregoing resolutions;

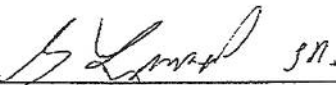
RESOLVED FURTHER, that all of the acts and transactions relating to matters contemplated by the foregoing resolutions of management and members of the Board of the Company, in the name and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken prior to the execution of these resolutions, are hereby in all respects confirmed, approved and ratified;

RESOLVED FURTHER that the foregoing powers and authorizations shall continue in full force and effect until revoked in writing by the Board.


RESOLVED FURTHER that these Resolutions may be executed by facsimile, telecopy or other reproduction, and such execution shall be considered valid, binding and effective for all purposes; and

RESOLVED FURTHER that these Resolutions may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned members of the Board have executed these Resolutions as of the date first above written.


George Lionikis, Sr.


Irene Lionikis


George Lionikis Jr.